FORM D

326748

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL OMB Numb

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Expires:	April 30,	2
P. C	. Landara	

Estimated average burden hours per form.....16.00

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D. **SECTION 4(6), AND/OR** FORM LIMITED OFFERING EXEMPTION

	SEC U	SE ONLY	
Prefix			Serial
	DATER	ECEIVED	
	1.		

[DE]

Name of Offering ([] "check if this is an amendment ar	d name has chang	ged, and indicate ch	nange.)		
VideoEgg, Inc. Series D Preferred Stock					
Filing Under (Check box(es) that apply):] Rule 504	[] Rule 505	[X] Rule 506	[]Section 4(6)	[] ULOE
Type of Filing: [X] New Filing	Amendment				
	A. BASIC IDI	ENTIFICATION	DATĄ		
1. Enter the information requested about the issuer					
Name of Issuer ([] check if this is an amendment and Video Egg, Inc.	name has change	d, and indicate cha	nge.)	070	78196
·	and Street, City,	State, Zip Code)	Telephone Number (!	ncluding Area Cod	e)
180 Townsend Street, Third Floor, San Francisco			(415) 979-1518		
	and Street, City,	State, Zip Code)	Telephone Number (I	Including Area Cod	e)
(if different from Executive Offices)		P	ROCESSED		
Brief Description of Business				_	
Video publishing, editing, distributing and remixi	ng	S	FP 2 1 2002 L		
Type of Business Organization			1 200/		
[X] corporation	limited partnersh	ip, already formed	HOMSON	[] other (please spe	cify):
business trust	limited partnersh	ip, to be formed 🖺	MANOIA		
	1	ip, to be formed F Month Ye	STANDACIME		
Actual or Estimated Date of Incorporation or Organizat	ion :	[03] [20	[05]	[X] Actual	[] Estimated
Jurisdiction of Incorporation or Organization:	(Enter two-lette	er U.S. Postal Servi	ce abbreviation for Stat	e:	

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C 77d(6).

CN for Canada; FN for foreign jurisdiction)

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition, of, 10% or more of a class of equity securities of the issuer;
 - · Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

- Lacii generai and ma	magnig paratet of part	arership issuers.			
Check Box(es) that Apply:	[] Promoter [] General and/or Ma	[] Beneficial Owner anaging Partner	[] Executive Officer	[X] Director	
Full Name (Last name first, if indivi Boro, Cliff	dual)				
Business or Residence Address (Nur	mber and Street, City,	State, Zip Code)			
180 Townsend Street, Third Floo		A 94107			
	[] Promoter [] General and/or Ma	[] Beneficial Owner anaging Partner	[] Executive Officer	[X] Director	
Full Name (Last name first, if indivi	dual)				
Fram, Jonathan					
Business or Residence Address (Nu		State, Zip Code)			
505 Fifth Avenue South, Suite 600	Promoter	Beneficial Owner	[] Executive Officer	[Y] Director	
Check Box(es) that Apply:	[] General and/or Ma		[] Executive Officer	[X] Director	
Full Name (Last name first, if indivi		andging i artifer			
Hornik, David	 -,				
Business or Residence Address (Nu	mber and Street, City,	State, Zip Code)			
2480 Sand Hill Road, Suite 101,	Menlo Park, CA 940)25			
Check Box(es) that Apply:	[] Promoter [] General and/or M	[] Beneficial Owner anaging Partner	[] Executive Officer	[X] Director	
Full Name (Last name first, if indivi	dual)				
Kingdon, Mark	····		·		
Business or Residence Address (Nu	_	• •			
180 Townsend Street, Third Floo			THE PARTY OF THE P	[32] D:	
Check Box(es) that Apply:	[] Promoter [] General and/or M	[X] Beneficial Owner anaging Partner	[X] Executive Officer	[X] Director	
Full Name (Last name first, if indivi	dual)				
Sanchez, Matt					
Business or Residence Address (Nu					
180 Townsend Street, Third Floo			DVI E O.K.	(10)	
Check Box(es) that Apply:	[] Promoter [] General and/or M	[] Beneficial Owner anaging Partner	[X] Executive Officer	[] Director	
Full Name (Last name first, if indivi	dual)			•	
Klein, Adam		C+++ 7:= C-+-)			
Business or Residence Address (Nu 180 Townsend Street, Third Floo					
Check Box(es) that Apply:	Promoter	Beneficial Owner	[X] Executive Officer	[] Director	
check Box(cs) that reprise	[] General and/or M		[A] Excedit o office.	[] Director	
Full Name (Last name first, if indiv				·	
Young, Troy	<u> </u>		·		
Business or Residence Address (Nu					
180 Townsend Street, Third Floo					
Check Box(es) that Apply:	[] Promoter [] General and/or M	[X] Beneficial Owner anaging Partner	[X] Executive Officer	[] Director	
Full Name (Last name first, if indiv	idual)				
Lerman, David Business or Residence Address (Nu	mha- and Street City	State 7in Code)			
180 Townsend Street, Third Floo					
Check Box(es) that Apply:	Promoter	Beneficial Owner	[X] Executive Officer	[] Director	
	[] General and/or M		[14] 2.1002.11.00	() 2 00.00	
Full Name (Last name first, if indiv					
Kirkpatrick, Lee					
Business or Residence Address (Nu					
180 Townsend Street, Third Flo	or, San Francisco, C	A 94107			
	(Use blank sheet	t, or copy and use additional copie	es of this sheet, as necessary.)		

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition, of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	[] Promoter [X] Beneficial Owner [] General and/or Managing Partner	[] Executive Officer	· [] Director	
Full Name (Last name first, if inc Maveron Equity Partners III, I	lividual)			
	Number and Street, City, State, Zip Code)			
•		•		
505 Fifth Avenue South, Suite of Check Box(es) that Apply:	Promoter [X] Beneficial Owner	Executive Officer	[] Director	
Check Box(es) that Apply:	[] General and/or Managing Partner	[] Executive Officer	[] Director	
Full Name (Last name first, if inc		<u> </u>		
	nviduai)			
Sladek, Kevin	Number and Street City State 7in Code		· · · · · · · · · · · · · · · · · · ·	
	Number and Street, City, State, Zip Code)	·		
Shark Boy(as) that Apply		[] Evenuive Officer	[] Diseases	
Check Box(es) that Apply:	[] Promoter [X] Beneficial Owner	[] Executive Officer	[] Director	
Full Name (Last name first, if inc	[] General and/or Managing Partner			
	nvidual)			
August Capital	Market 18 and Charles To Coll			
	Number and Street, City, State, Zip Code)			
2480 Sand Hill Road, Suite 10		() F 065	f) Discotor	
Check Box(es) that Apply:	[] Promoter [X] Beneficial Owner	[] Executive Officer	[] Director	
E 1131	General and/or Managing Partner			
Full Name (Last name first, if inc	dividual)			
First Round Capital 2005 LP				
	Number and Street, City, State, Zip Code)			
	er, Suite 104, West Conshohocken, PA 19428	1.1E 1.00	[] D'	
Check Box(es) that Apply:	[] Promoter [X] Beneficial Owner	[] Executive Officer	[] Director	
E 1131 (7 - 10)	[] General and/or Managing Partner	<u>-</u>		
Full Name (Last name first, if inc	lividual)			
Focus Ventures III, L.P.	Y 1 (2) (2) (3) (7) (4)			
Business or Residence Address (525 University Avenue, Suite 1	Number and Street, City, State, Zip Code) 400, Palo Alto, CA 94301			
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[] Executive Officer	[] Director	_
	[] General and/or Managing Partner			
Full Name (Last name first, if inc	dividual)			
Business or Residence Address (Number and Street, City, State, Zip Code)		•	
			-	
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[] Executive Officer	[] Director	
	[] General and/or Managing Partner			
Full Name (Last name first, if inc	dividual)			
Business or Residence Address (Number and Street, City, State, Zip Code)			
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[] Executive Officer	[] Director	
	[] General and/or Managing Partner			
Full Name (Last name first, if inc	dividual)			
	_ 			
Business or Residence Address (Number and Street, City, State, Zip Code)			
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[] Executive Officer	[] Director	
7	General and/or Managing Partner			
Full Name (Last name first, if inc	aividual)			
Duringer on Durid Add. (Number and Court City Court 71: C. 1			
Business of Residence Address (Number and Street, City, State, Zip Code)	,		
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	(Use blank sheet, or copy and use additional copie	es of this sheet, as necessary.)		

Name					В	. INFO	RMAT	ION AI	BOUT (OFFER	ING					
3. Does the offering permit joint ownership of a single unit? 4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed its an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (3) persons to be listed are associated persons of such a broker or dealer volumes associated person or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (3) persons to be listed are associated persons of such a broker or dealer volumes associated person or dealer only. Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers [] All States (Check "All States" or check individual States). [] All States (Check "All States" or check individual States). [] [] [] [] [] [] [] [] [] [] [] [] []	1.	Has the issue	r sold, or c	loes the iss								***************************************				
3. Does the offering permit joint ownership of a single unit? 4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer, registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (3) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) [] All States [AL] [AAX] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [ID] [ID] [ID] [ID] [ID] [ID] [I	2.	What is the n	ninimum ii	nvestment	that will be	e accepted	from any	ndividual?	·			***************************************	***************************************		\$ <u>NO</u>	
remuncration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed are associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) [] All States [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [ID] [ID] [ID] [ID] [ID] [ID] [I	3.	Does the offe	ring permi	it joint ow	nership of a	a single un	i t?	•••••	***************************************			•••••	***************************************			
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Name of Associated Broker or Dealer	Ful	l Name (Last n	ame first, i	if individua	al)					<u>-</u> _						_
Check "All States" or check individual States [] All	Bus	siness or Resid	ence Addre	ess (Numb	er and Stre	et, City, S	tate, Zip C	ode)								•
Check "All States" or check individual States [] All States [] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [HI]	Nar	ne of Associate	ed Broker	or Dealer				·				· · · · · · · · · · · · · · · · · · · ·				
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States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	Bus	siness or Resid	ence Addr	ess (Numb	er and Stre	et, City, S	tate, Zip C	ode)								· · · · · ·
(Check "All States" or check individual States) [] All States [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA] [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]	Na	me of Associat	ed Broker	or Dealer								<u>-</u>				
[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA] [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]	Sta	tes in Which P	erson Liste	ed Has Sol	icited or In	tends to Se	olicit Purcl	nasers				· · · · · · · · · · · · · · · · · · ·				
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	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box [] and indicate in the columns below the amounts of		-
	the securities offered for exchange and already exchanged. Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt	s	S
	Equity	\$14,999,990,20	\$14,999,990.20
	[] Common [X] Preferred		
	Convertible Securities (including warrants)	\$	\$
	Partnership Interests	S	\$
	Other (Convertible Promissory Notes)	S	S
	Total	\$ <u>14,999,990,20</u>	\$ <u>14,999,990.20</u>
	Answer also in Appendix, Column 3, if filing Under ULOE	•	
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		
		Number Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors	9	\$14,999,990.20
	Non-accredited Investors		s
	Total (for filings Under Rule 504 Only)		S
	Answer also in Appendix, Column 4 if filing under ULOE		
3.	If this filing is for an offering Under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.		
	Type of Security	Type of Security	Dollar Amount Sold
	Rule 505		S
	Regulation A		\$
	Rule 504		\$
1 .	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees	[]	\$
	Printing and Engraving Costs	[]	s
	Legal Fees		\$25,000
	Accounting Fees		s
	Engineering Fees		\$
	Sales Commissions (Specify finder's fees separately)		\$
	Other Expenses (identify):		\$
	- + · · · · · · · · · · · · · · · · · ·	[]	~

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

 b. Enter the difference between the aggregate offering price given in response to Part C Question 1 and total expenses furnished in response to Part C – Question 4.a. This difference is the "adjusted gross proceeds to the issuer." 		\$14,974,990.20
Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C – Question 4.b above.	Payments to Officers,	
	Directors, & Affiliates	Payments To Others
Salaries and fees	S []	\$
Research and Development	\$ []	s
Purchase, rental or leasing and installation of machinery and equipment	\$[]	\$
Construction or leasing of plant buildings and facilities	\$[]	s
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets of securities of another issuer pursuant to a merger)		c
		J
Repayment of indebtedness	\$[]	2
Working capital and general corporate purposes []	\$[X]	\$ <u>14,974,990.20</u>
Other (specify): []	\$ []	\$
Column totals	\$ []	\$
Total payments listed (column totals added)	[X] \$ <u>14,974,990,20</u>	

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) VideoEgg, Inc.	Signature Ju) 1	Date 8/29/0)
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
Lee Kirkpatrick	Secretary	

Attention

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

1.	rule?	•	[]	[X]
	See Appendix, Colum	n 5, for state response.		
2.	The undersigned issuer hereby undertakes to furnish to any state admini 239.500) at such times as required by state law.	strator of any state in which this notice is	filed, a notic	e on Form D (17 CFR
3.	The undersigned issuer hereby undertakes to furnish to the state adminis	strators, upon written request, information	n furnished by	the issuer to offerees.
4.	The undersigned issuer represents that the issuer is familiar with the con Exemption (ULOE) of the state in which this notice is filed and understated of establishing that these conditions have been satisfied.			-
	e issuer has read this notification and knows the contents to be true and ha horized person.	s duly caused this notice to be signed on i	its behalf by t	he undersigned duly
	ner (Print or Type) deo Egg, Inc.	Signature And he	Date	8/29/07
Nai	me of Signer (Print or Type)	Title of Signer (Print or Type) Secretary	<u> </u>	

E. STATE SIGNATURE

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed orprinted signatures.

	-	-		Al	PPENDIX				
1		2	3		-	4			5
	To accre	to Sell non- edited s in State -Item 1)	Type of Security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (part C-Item 2)				
State	Yes	No	Series D Preferred Stock	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL				-					
AK									
AZ									
AR					1				
CA		Х	\$14,999,990.20	4	\$12,454,995.80				х
СО							<u> </u>		
СТ									
DE							<u>_</u> ,		
DC									
FL							<u> </u>		
GA									
Н									
ID			,		<u></u>				
IL							· <u>-</u>		
IN									
IA									
KS									
KY		- '							
LA									
ME							<u></u>		
MD									
MA									
МІ									
MN					7				
MS					1		· · ·		
МО							<u> </u>		<u> </u>
МТ	_					<u> </u>			
NE	 						 -		
NV	<u> </u>								

				AI	PPENDIX				
1	2	2	3			4			5
	Intend To r accre investors (Part B-	ion- dited in State	Type of Security and aggregate offering price offered in state (Part C-Item 1)		amount pu	investor and irchased in State C-Item 2)		under Sta (if yes, explan waiver	Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E- Item 1) Yes No X X
State	Yes	No	Series D Preferred Stock	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
NH		-	·		<u> </u>				
NJ									
NM									
NY		X	\$14,999,990.20	2	\$924,996.80				X
NC					·				
ND									
ОН									
OK									
OR									
PA		· · · · · · · · · · · · · · · · · · ·							
RJ									
SC					<u> </u>				
SD									
TN .								1 .	
TX									
ŲT					1				
VT									
VA									
WA		X	\$14,999,990.20	3	\$1,619,997.60				X
wv									
WI									
WY									
PR									

